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Proposed Attorneys for Marion Energy Inc

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

MARION ENERGY INC,

Debtor,

Case No. 14-31632

Chapter 11

The Honorable Joel T. Marker

CERTIFICATE OF SERVICE

I hereby certify that on October 31, 2014, I caused the following papers to be served, by U.S. Mail, first class postage prepaid, on Marion Energy Inc.'s ("Marion" or "Debtor") twenty largest unsecured creditors, as identified on the list attached hereto as **Exhibit A**, and on the parties identified on **Exhibit B**:

1. *Chapter 11 Voluntary Petition Filed by Marion Energy Inc.* [Docket No. 1].
2. *20 Largest Unsecured Creditors* [Docket No. 2].
3. *Affidavit/Declaration of Jeffrey Clark, in Support of First Day Motions* [Docket No. 3].

4. *Application to Employ Parsons Behle & Latimer as Attorney Nunc Pro Tunc to the Petition Date, on an Interim and Final Basis* [Docket No. 4].
5. *Motion to Pay Certain Prepetition Wages, Salaries, and Other Compensation, Employee Medical and Similar Benefits, Withholdings From Employee Paychecks and Related Deductions and Payments, and Reimbursable Expenses* [Docket No. 5].
6. *Debtor's Motion for Interim and Final Orders (1) Authorizing Payment of Utility Providers and (2) Determining Adequate Assurance of Payment for Future Utility Services* [Docket No. 6].
7. *Emergency Motion for Authority to Obtain Credit Under Section 364 – Debtor's Motion for Interim and Final Orders (1) Authorizing the Debtor to Obtain Post-Petition Financing, (2) Granting Priming Liens and Providing Superpriority Administrative Expense Status, (3) Granting Adequate Protection, and (4) Modifying the Automatic Stay in Connection with Debtor-in-Possession Financing* [Docket No. 7].
8. *Emergency Motion for Ex Parte Relief – Debtor's Ex Parte Motion for an Order (1) Granting an Expedited Hearing on the Debtors First Day Motions, (2) Shortening Time for Notice and Objection to the Interim Relief Requested in the First Day Motions, and (3) Scheduling a Final Hearing on the First Day Motions within 30 Days* [Docket No. 8]
9. *This Certificate of Service* [Docket No. 9].

I hereby certify that on October 31, 2014, I caused copies of the foregoing list of documents to be served, by U.S. Mail, first class postage prepaid, on the following:

IRS:

Internal Revenue Service
Centralized Insolvency Operation
P.O. Box 7346
Philadelphia, PA 19101-7346

Utah Tax Commission:

Utah State Tax Commission
210 North 1950 West
Salt Lake City, Utah 84134

I also hereby certify that on October 31, 2014, I caused to be served copies of the foregoing list of documents on the following parties by e-mail:

Castlelake, L.P.
TCS II Funding Solutions, LLC
c/o Mark E. Hindley
Stoel Rives LLP
mehindley@stoel.com

Office of the United State Trustee
Vince Cameron
Vince.Cameron@usdoj.gov

DATED this 31st day of October, 2014.

/s/ Brian M. Rothschild
Brian M. Rothschild
PARSONS BEHLE & LATIMER
Proposed Attorneys for Marion Energy Inc

Exhibit A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF UTAH**

<p>In re:</p> <p>MARION ENERGY INC,</p> <p style="text-align: right;">Debtor.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 14-31632</p> <p>Judge Joel T. Marker</p>
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LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C.

§ 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

<i>Name of and address of creditor</i>	<i>Name, telephone number, and address of employee, agent, or department of creditor familiar with claim</i>	<i>Nature of claim</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim</i>
KM Custodians Pty Ltd Level 24, 333 Collins St Melbourne, VIC 3000 AUS	Attn. Mark Korda	Loan		2,548,953.00
Carbon County Treasurer 120 East Main Price, UT 84501	Marilyn Graham	Tax		14,194.00
Greer County Treasurer PO Box 458 Mangum, OK 73554	Donna Bull	Tax		10,443.00
Emery County Treasurer PO Box 595 Castledale, UT 84513-0595	Emery County Treasurer	Tax		6,378.00
Steve Ault 752 South 500 East Orem, UT 84097	Steve Ault	Trade		6,000
Beckham County Treasurer PO Box 600 Sayre, OK 73662	Janette Cornelius	Tax		2,255.00
Collin County Tax Assessor PO Box 8006 McKinney, TX 75070-8006	Kenneth L. Maun	Tax		1,591.00

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMSMarion Energy Inc
Case No. 14-31632

<i>Name of and address of creditor</i>	<i>Name, telephone number, and address of employee, agent, or department of creditor familiar with claim</i>	<i>Nature of claim</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim</i>
Cordillera Corporation 7800 E Dorado Place, Ste 250 Engelwood, CO 80111		Trade		396.24
Merrion Oil & Gas Corp 610 Reilly Avenue Farmington, NM 87401		Trade		307.66
EKB California LLC PO Box 8346 Denver, CO 80201		Royalties		180.03
Joy Susan Bell 750 Rancho Circle Las Vegas, NV 89107		Royalties		180.03
RJLN Properties LLC 2701 Patton Way Bakersfield, CA 93308		Royalties		180.03
SITLA 675 East 500 South, Ste 500 Salt Lake City, UT 84102		Royalties		134.64
Summit Energy Partners 90 South 400 West Salt Lake City, UT 84101		Trade		70.27
Hal B Koerner, Jr. 6811 Hillridge Place Parker, CO 80134		Trade		55.37
Professional Well Svcs 1427 S Bloomfield Blvd. Bloomfield, NM 87413		Trade	Disputed	Unknown
Gollob Morgan Peddy 1001 ESE Loop 323, Ste 300 Tyler, TX 75701		Trade		Unknown
Paragon Automation 1611 South 1500 East Vernal UT 84078		Trade		Unknown
Weatherford 5203 South 4630 East Vernal, UT 84078		Trade		Unknown
Questar Field Services 1050 17th St, S500 Denver CO 80265		Pipeline Contract		Unknown

Exhibit B

Utility Provider	Address	City	Postal Code	Service
Rocky Mountain Power	PO Box 26000	Portland, OR	97256	Electricity
Time Warner Business	PO Box 60074	City of Industry, CA	91716-0074	Telecomm/Internet
CentraCom	PO Box 7	Fairview, UT	84629	Telecomm